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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

_____	X	
	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481(RDD)
	:	
Debtors.	:	(Jointly Administered)
_____	X	

**LIMITED OBJECTION OF HOWARD COUNTY, INDIANA TO THE  
EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 105, 361, 362, 363,  
364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) AND 364(e) AND FED. R. BANKR. P. 2002,  
4001, AND 6004(g) (I) AUTHORIZING DEBTORS TO OBTAIN POST-PETITION  
FINANCING AND (II) AUTHORIZING DEBTORS TO REFINANCE SECURED  
POST-PETITION FINANCING AND PREPETITION SECURED DEBT**

Howard County, Indiana (“Howard County”), by counsel, files this Limited Objection to the Expedited Motion for Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Fed. R. Bankr. P. 2002, 4001, and 6004(g) (I) Authorizing Debtors to Obtain Post-Petition Financing and (II) Authorizing Debtors to Refinance Secured Post-Petition Financing and Prepetition Secured Debt (the “Refinancing Motion”), and in support of this Limited Objection states as follows:

### **Introduction**

1. On October 8 and 14, 2005, as applicable, (the “Petition Date”), Delphi Corporation, and certain of its subsidiaries and affiliates (collectively, the “Debtors”) each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the “Bankruptcy Code”).

2. On April 4, 2006, Howard County filed a proof of claim for certain unpaid taxes in the total amount of at least \$7,081,152.34 (the “Claim”)<sup>1</sup>, which has been designated by the Debtors as Claim No. 2557.

### **Jurisdiction**

3. This Court has jurisdiction over this Limited Objection pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

### **Limited Objection**

4. Howard County objects to the Refinancing Motion to the extent that the Refinancing Motion seeks to, *inter alia*, extinguish, reclassify, limit, subvert and/or subordinate Howard County’s Claim and/or any past, present or future lien in favor of Howard County under applicable law including, but not limited to, Indiana law and/or the Bankruptcy Code.

5. Nothing herein shall affect Howard County’s rights under applicable law including, but not limited to, Howard County’s right to amend its Claim and/or file a request for the allowance of an administrative expense claim.

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<sup>1</sup> As a result of certain payments by the Debtors and penalties, etc. incurred, the Claim will be amended in the near future.

**Memorandum of Law**

6. This Limited Objection sets forth Howard County's objections under appropriate headings. Howard County respectfully requests that the requirements of the service and filing of a memorandum of law under Local Rule 9013-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, Howard County, Indiana respectfully requests that the Court deny the Refinancing Motion to the extent inconsistent with this Limited Objection and for such other relief as this Court may deem just and proper.

Dated: Indianapolis, Indiana  
January 2, 2007

Respectfully submitted,

/s/ Mark R. Owens

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